FORM D

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR IFORM LIMITED OFFERING EXEMPTION

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OMB APP	ROVAL							
OMB Number: Expires: Estimated average I hours per form	January 31, 2009 burden							
SEC USE ONLY								
Prefix	Serial							
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DATE RE	CEIVED							
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Name of Offering ( check if this is an amendment and name has changed, and indicate change.)										
Limited Liability Cor	mpany Interests									
Filing Under (Check b	pox(es) that apply):	☐ Rule 504	☐ Rule 505		Section 4(6)	ULOE				
Type of Filing:	New Filing	☐ Amendment				SEC Mail Processing				
		A. BASI	DENTIFICAT	ION DATA		Section				
1. Enter the inform	ation requested about the	e issuer				JAN 29 YUU3				
Name of Issuer										
Austin Capital Horiz	on Fund, LLC					Washington, DC				
Address of Executive	Offices	de) Telephone N	Telephone Number (Including Area Code)							
c/o Austin Capital Management, Ltd., 5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746 512-476-1185										
Address of Principal (	Offices		(Number and Stree	et, City, State, Zip Co	de) Telephone N	lumber (Including Area Code)				
(if different from Exec	cutive Offices)			25.6.6.6.6	_					
Brief Description of B	usiness: private in	vestment company		PROCESSE	:D					
Type of Business Org	ganization			FEB 0 6 2009						
	☐ corporation	☐ limited p	artnership, alre <u>ady</u>	formed	other (please s	specify): Limited Liability				
[	☐ business trust	☐ limited p	partnership, to be	OMSON REE	FERS'	*				
			Month	Year	<u> </u>	<del></del>				
Actual or Estimated D	Date of Incorporation or C	rganization:	0 8	0	8 🖾 Ad	ctual				
Jurisdiction of Incorpo	oration or Organization:	(Enter two-letter U.S. F	Postal Service Abbre	eviation for State;						
		CI	N for Canada; FN fo	r other foreign jurisdi	iction)	D E				

### **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A: BASIG'ID	ENTIFICATION DATA	A									
<ul> <li>Each promoter of th</li> <li>Each beneficial own</li> <li>Each executive office</li> </ul>	<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>												
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member								
Full Name (Last name first, it	f individual):	Austin Capital Manag	gement, Ltd.										
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746								
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member								
Full Name (Last name first, in	f individual):	Charles W. Riley											
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member								
Full Name (Last name first, i	f individual):	Brent A. Martin											
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member								
Full Name (Last name first, i	f individual):	David C. Brown											
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member								
Full Name (Last name first, i	f individual):	Robert L. Wagner	· · · · · ·										
Business or Residence Addr	ress (Number and	Street, City, State, Zip Coo	ie): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member								
Full Name (Last name first, i	f individual):	James P. Owen											
Business or Residence Addr	ress (Number and	Street, City, State, Zip Coo	le): 5000 Plaza on the Lake	e Boulevard, Suit	e 250, Austin, TX 78746								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner								
Full Name (Last name first, i	f individual):												
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):										

1	B. INFORMATION ABOUT OFFERING												
1. H	las the issue	r sold, or c	does the is	suer intend	d to sell, to Answer a	non-accro	edited inve endix, Co	estors in th lumn 2, if f	is offering iling under	? ULOE.	•••••	☐ Yes	⊠ No
2. V	Vhat is the m	inimum in	vestment t	hat will be	accepted t	from any i	ndividual?	······			\$15	0,000,000 (n	nay be waived)
3. [	3. Does the offering permit joint ownership of a single unit?								□No				
a 0 a	any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full N	Full Name (Last name first, if individual)  N/A												
Busin	ess or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)						
Name	of Associate	ed Broker o	or Dealer										
	in Which Pe Check "All Si												☐ All States
, [A]			[AR]		•					☐ [GA]	[HI]	[ID]	<b>_</b> +
	[NI]	[AI]	□ [KS]	[KY]	[LA]	☐ [ME]		[MA]	[MI]	[MN]	☐ [MS]	[MO]	
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□ [R	] 🗆 [SC]	□ [SD]	□ [TN]		[TU]		□ [VA]	[WA]				[PR]	
Full N	ame (Last na	ame first, if	findividual	)								-	
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Name	of Associate	ed Broker o	or Dealer				<u>.</u>						
	in Which Pe Check "All S												☐ All States
, [A]		☐ [AZ]			☐ [CO]					[GA]	☐ [HI]	[□ [ID]	_
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□ [R	] 🔲 [SC]	[SD]	[TN]	□[тҳ]		□ (VT)	□ [VA]	□ [WA]		[WI]		☐ [PR]	
Full N	ame (Last na	ame first, if	f individual	)									
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)		••	-			
Name	of Associate	ed Broker	or Dealer										
	in Which Pe Check "All S					olicit Purcl	hasers						☐ All States
)  A] 🔲	_				[CO]	□ [СТ]	□ (DE)	[] [DC]	[FL]	☐ [GA]	[HI]	□ {ID}	<del></del>
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□ [M		☐ [NV]		[NJ]				[] [ND]		□ [OK]	[OR]	[PA]	
□ [R	]   [SC]	☐ [SD]	[NT]	□[тх]			[AV]	[] [WA]	□ (WV)	[W]		[] (PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		Aggregate		Amount Already
	Type of Security		Offering Price		Sold
	Debt	. <u>\$</u>	0	<u>\$</u>	0
	Equity	. <u>\$</u>	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	. <u>\$</u>	0	<u>\$</u>	0
	Partnership Interests	. <u>\$</u>	0	<u>\$</u>	0
	Other (Specify) Limited Liability Company Interests	. <u>\$</u>	200,000,000	\$	14,471,136
	Total	\$	200,000,000	<u>\$</u>	14,471,136
	Answer also in Appendix, Column 3, if filing under ULOE				
1	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number Investors		Dollar Amount of Purchases
	Accredited Investors		1	\$	14,471,136
	Non-accredited Investors	•	0	. \$	0
	Total (for filings under Rule 504 only)		0	<u> </u>	0
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C–Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505		•	\$	
	Regulation A			<u> </u>	
	Rule 504	•	N/A	. <del>*</del>	
				- <del>*</del> -	
	Total	•	N/A	. 3	
l.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗆	\$	<u>0</u>
	Printing and Engraving Costs		🛛	\$	2,500
	Legal Fees	•••••	🖾	\$	15,000
	Accounting Fees		🖾	\$	7,500
	Engineering Fees			<u>\$</u>	0
	Sales Commissions (specify finders' fees separately)		🗆	\$	0
	Other Expenses (identify) Filing Fees			\$	5,000
	Total		_	\$	30,000
	T VILL	*********	···· K7	₹	

*adjusted gross proceeds to the issuer.*  Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.  Payments to Officers, Directors & Payments to Officers, Directors & Affiliates  Sataries and fees		C. OFFERING PRICE, NUMBI	ER OF INVESTORS, EXPE	NSES	AND USE OF PR	OCEEDS		
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.    Payments to Officers, Directors & Affiliates   Payments to Officers, Directors & Affiliates	4	Question 1 and total expenses furnished in response to F	Part C-Question 4.a. This differer	nce is the		<u>\$</u>	199,970,00	<u>o</u> _
Purchase of real estate	5	Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for a estimate and check the box to the left of the estimate. The	is to the issuer used or proposed any purpose is not known, furnish he total of the payments listed mu	to be an ist equal	Officers, Directors &		Payments to Others	
Purchase, rental or leasing and installation of machinery and equipment		Salaries and fees			<u>\$</u>	_ □	\$	_
Construction or leasing of plant buildings and facilities   \$   \$    Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger.   \$   \$    Repayment of indebtedness   \$   \$    Working capital   \$   \$   \$    Other (specify):   \$   \$    Column Totals   \$   \$   \$    Column Totals   \$   \$   \$    Total payments Listed (column totals added)   \$   \$   \$    D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Austin Capital Horizon Fund, LLC  Name of Signer (Print or Type)  Tritle of Signer (Print or Type)		Purchase of real estate			<u>\$</u>	_ 🗆	\$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger		Purchase, rental or leasing and installation of ma	chinery and equipment		\$	_ □	\$	_
coffering that may be used in exchange for the assets or securities of another issuer pursuant to a merger		Construction or leasing of plant buildings and faci	ilities		\$	🗆	\$	
Repayment of indebtedness   \$   \$   \$   \$   \$   \$   \$   \$   \$		offering that may be used in exchange for the ass	sets or securities of another issue	· _	s	П	\$	
Working capital		•		_	\$		\$	_
Other (specify):  Column Totals  Column Totals  Column Totals  D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Austin Capital Horizon Fund, LLC  Title of Signer (Print or Type)  Title of Signer (Print or Type)		• •			\$		\$ 199,970,00	0
Column Totals Sequence Sequenc				_	\$			
Total payments Listed (column totals added)  D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish by the issuer (Print or Type)  Austin Capital Horizon Fund, LLC  Name of Signer (Print or Type)  Title of Signer (Print or Type)		Suici (Specify).			\$		\$	
Total payments Listed (column totals added)  D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Austin Capital Horizon Fund, LLC  Name of Signer (Print or Type)  Title of Signer (Print or Type)		Column Totals		_	\$	— — ⊠	\$ 199,970,00	0
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constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Austin Capital Horizon Fund, LLC  Name of Signer (Print or Type)  Title of Signer (Print or Type)							12.1	
Austin Capital Horizon Fund, LLC  Name of Signer (Print or Type)  Title of Signer (Print or Type)	co	nstitutes an undertaking by the issuer to furnish to the U.S	<ol><li>Securities and Exchange Comm</li></ol>	on. If this nission, u	notice is filed under Ri pon written request of i	ile 505, the	information furnishe	∌d
Name of Signer (Print or Type)  Title of Signer (Print or Type)		1 -1 -				Date		
Name of Signer (Print or Type)  Title of Signer (Print or Type)	Αι	estin Capital Horizon Fund, LLC	D mare Ma	MA.	27		23/09	
Duarie Matison			Title of Signer (Print or Type)				v ·	
	Di	iane mattson	Authorized Person					
					•			
			ATTENTION					
ATTENTION			ALLERION					

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL							
OMB Number: Expires: Estimated average hours per form	, January 31, 2009 burden							
SEC USE ONLY								
Prefix	Serial							
1	1							
DATE RE	CEIVED							
1	1							
<del></del>								

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)											
Limited Liability Co	mpany Interests					_					
Filing Under (Check	box(es) that apply):	☐ Rule 504	☐ Rule 505	⊠ Rule 506	Section 4(6)	ULOE					
Type of Filing:	⊠ New Filing -	☐ Amendment				SEC Mail Processing					
		A. BASIC	DENTIFICAT	ION DATA		Section					
1. Enter the inform	nation requested about th	e issuer				JAN 2 9 ZUU9					
Name of Issuer	check if this is an ar	mendment and name h	as changed, and in	dicate change.		F. 4. 4-					
Austin Capital Hori	zon Fund, LLC					Washington, DC					
Address of Executive	e Offices	-	(Number and Stree	t, City, State, Zip Co	ode) Telephone N	umber (Including Area Code)					
c/o Austin Capital Management, Ltd., 5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746 512-476-1185											
Address of Principal	Offices		(Number and Stree	t, City, State, Zip Co	de) Telephone N	umber (Including Area Code)					
(if different from Exer	cutive Offices)				[						
Brief Description of E	<del>Business: private</del> in	vestment company									
Type of Business Or	ganization		<del></del>								
1	□ corporation	☐ limited p	artnership, already	formed	other (please s	pecify): Limited Liability					
	☐ business trust	☐ limited p	artnership, to be for	med Co	mpany						
			Month	Year	<u> </u>						
Actual or Estimated I	Date of Incorporation or O	rganization:	0 8	0	8 ⊠ Ac	tual					
Jurisdiction of Incorp	oration or Organization: (	Enter two-letter U.S. P	ostal Service Abbre	viation for State;							
		CN	l for Canada; FN fo	other foreign jurisdi	iction) D	E					

### **GENERAL INSTRUCTIONS**

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Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC II	DENTIFICATION DAT	A	
<ul> <li>Each beneficial own</li> <li>Each executive office</li> </ul>	he issuer, if the iss ner having the po- cer and director o	suer has been organized wi wer to vote or dispose, or di			f a class of equity securities of the Issuer; artnership Issuers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member
Full Name (Last name first,	if individual):	Austin Capital Mana	gement, Ltd.		
Business or Residence Add	ress (Number and	d Street, City, State, Zip Coo	de): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☑ Principal of Managing Member
Full Name (Last name first,	if individual):	Charles W. Riley			
Business or Residence Add	ress (Number and	J Street, City, State, Zip Coo	de): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☑ Principal of Managing Member
Full Name (Last name first,	f individual):	Brent A. Martin		<u></u>	
Business or Residence Adda	ress (Number and	I Street, City, State, Zip Coo	de): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member
Full Name (Last name first, i	f individual):	David C. Brown			
Business or Residence Addr	ress (Number and	Street, City, State, Zip Cod	de): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Principal of Managing Member
Full Name (Last name first, i	f individual):	Robert L. Wagner			
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le): 5000 Plaza on the	Lake Boulevard,	Suite 250, Austin, TX 78746
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☑ Principal of Managing Member
Full Name (Last name first, it	f individual):	James P. Owen			
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	le): 5000 Plaza on the Lake	Boulevard, Suite	a 250, Austin, TX 78746
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, it	individual):				
Business or Residence Addr	ess (Number and	Street, City, State, Zip Cod	(e):		

					В.	INFOR	MATION	ABOUT	OFFER	RING		1	`
1. Ha	s the issue	r sold, or (	does the is	suer inten			redited inv pendix, Co				······································	☐ Yes	⊠ No
2. W	at is the m	inimum in	vestment	hat will be	accepted	from any	individual?		***************	***************************************	\$15	o,000,000 (r	may be waived)
3. Do	es the offe	ring permi	t joint own	ership of a	ı single un	it?						⊠ Yes	□ No
any offe and	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name (Last name first, if individual) N/A													
Busines	s or Reside	ence Addr	ess (Numt	er and St	reet, City,	State, Zip	Code)						
Name of	f Associate	d Broker (	or Dealer							•			· · · · · · · · · · · · · · · · · · ·
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)													
□ [AL]	□ [AK]				-						[HI]	[ID]	
	□ [iN]	[IA]	[ [KS]	□ [KY]		☐ [ME]		[MA]	☐ [MI]	☐ [MN]		[MO]	
[MT]	□ [NE]		□ [NH]	□ [NJ]	□ [NM]	☐ [NY]	☐ [NC]	[ND]			□ [OR]	□ [PA]	
□ (RI)			[אד]	[גז]	[[עע]			[AW]				□ [PR]	
Full Nan	ne (Last na	me first, if	findividual	)									
Busines	s or Reside	ence Addr	ess (Numb	er and Sti	eet, City,	State, Zip	Code)						
Name of	Associate	d Broker o	or Dealer										
	Which Pe												☐ All States
□ [AL]											[HI]	[ID]	
		[IA]	□ [KS]	□ [KY]	[LA]	☐ [ME]		[] [MA]	[MI]	□ [MN]	☐ [MS]	[MO]	
[MT]	☐ [NE]	□ [NV]		□ [ил]	□ [NM]	☐ [NY]	☐ [NC]	□ [ND]			□ [OR]	[PA]	
□ [Ri]			□ [ги]	תאן □	[[עט]			[AW]	[M∧]	[W]		☐ [PR]	
Full Nan	ne (Last na	me first, if	individual	)					·				***
Busines	s or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)						
Name of	Associate	d Broker o	or Dealer										
	Which Pe eck "All St												☐ All States
□ {AL]											[HI]	[ID]	_
	[NI]	□ [IA]	□ [KS]		[LA]			☐ [MA]	[MI]	[MN]		[MO]	
	☐ [NE]		□ [NH]	[INJ]	□ [NM]	□ [NY]		[ND]			OR]	□ [PA]	
[RI]	[SC]	[SD]		□ [TX]				□ [WA]	□ (WV)	□ [WI]		☐ [PR]	

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box   and indicate in the columns below the amounts of the securities offered for exchange and				
	already exchanged.  Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	0	\$	0
	Equity		· · · · · · · · · · · · · · · · · · ·	_ <u>-</u>	0
	☐ Common ☐ Preferred	·· <u></u>			
	Convertible Securities (including warrants)	•	0	ę	0
	Partnership Interests			_ •	0
	Other (Specify) Limited Liability Company Interests			_	14,471,136
	Total  Answer also in Appendix, Column 3, if filing under ULOE	<u>\$</u> _	200,000,000	<u> </u>	14,471,136
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors.			<u> </u>	14,471,136
	Non-accredited Investors	·	0	<u>\$</u>	0
	Total (for filings under Rule 504 only)	·	0	<u> </u>	0
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.		Types of		Dollar Amount
	Type of Offering		Security		Sold
	Rule 505			<u> </u>	
	Regulation A	·	N/A	<u>\$</u>	
	Rule 504		N/A	<u>\$</u>	
	Total	·	N/A	\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🛘	\$	0
	Printing and Engraving Costs		🖾	\$	2,500
	Legal Fees		🖾	\$	15,000
	Accounting Fees		🖾	\$	7,500
	Engineering Fees		🛮	<u>\$</u>	0_
	Sales Commissions (specify finders' fees separately)		🗆	\$	0
	Other Francisco (Identify) Filter Francisco		9		5.000
	Other Expenses (identify) Filing Fees	•••••	凶	<u>*</u>	5,000
	Total			\$	30,000

	.# <u>*</u>						
	C. OFFERING PRICE, NUME	BER OF INVESTORS, EXP	ENSES A	ND USE OF P	ROCEEDS	}	ran da kan ing kang Langgar da kan da k
4	Enter the difference between the aggregate offerin Question 1 and total expenses furnished in response to "adjusted gross proceeds to the issuer."	Part C-Question 4.a. This differ	ence is the		<u>\$</u>	x	199,970,000
5	Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate, the adjusted gross proceeds to the issuer set forth in re	r any purpose is not known, fumis The total of the payments listed п	h an iust equal	Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees			\$	🗆	\$	
	Purchase of real estate			\$	□	\$	
	Purchase, rental or leasing and installation of ma	achinery and equipment		\$	🗆	\$	
	Construction or leasing of plant buildings and fac	cilities		\$	🗅	<u>\$</u>	
	Acquisition of other businesses (including the va offering that may be used in exchange for the as pursuant to a merger	ssets or securities of another issu-	er	<u>\$</u>		<u>\$</u>	
	Repayment of indebtedness			\$	🗆	\$	
	Working capital			\$	🛛	\$	199,970,000
	Other (specify):			\$	🗆	\$	
				\$	🗆	\$	
	Column Totals			\$	🗵	\$	199,970,000
	Total payments Listed (column totals added)			⊠	\$199,970,00	0	
		D FEDERAL SIGNATU	ŘĚ:	17.43.18			
CO	is issuer has duly caused this notice to be signed by the institutes an undertaking by the issuer to furnish to the U.S the issuer to any non-accredited investor pursuant to par	S. Securities and Exchange Com	on. If this no mission, upo	otice is filed under F n written request of	Rule 505, the its staff, the	follow	ring signature ration furnished
iss	suer (Print or Type)	Signature			Date	<u> </u>	{
Αц	ıstin Capital Horizon Fund, LLC	Dance Ma	the	7		2	3/09
Na	rme of Signer (Print or Type)	Title of Signer (Print or Type)				V	<del></del>

**ATTENTION** 

**Authorized Person** 

**Duane Mattson** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)